

ARTICLES OF INCORPORATION OF PINE-OAK SUBDIVISION HOMEOWNERS ASSOCIATION

The undersigned execute these Articles of Incorporation for the purpose of forming a South Dakota Corporation under SDCL Chapter 47-22, the South Dakota Nonprofit Corporation Act.

1. Name. The name of this corporation shall be **Pine-Oak Subdivision Homeowners Association**, hereinafter referred to as "Corporation."

2. Purposes. The purpose of the Corporation is to provide for the maintenance, preservation, and control the real estate located in Lawrence County, South Dakota, subject to the *Pine-Oak Subdivision Declaration of Protective Covenants* dated January 7, 1982, recorded in the office of the Lawrence County Register of Deeds as Doc# 82-137 (hereinafter referred to as the "Covenant"), as amended or restated, and to the *Pine-Oak Subdivision Homeowners Association* (hereinafter referred to as the "Association Declaration") with the Lawrence County Register of Deeds as Doc# 82-138, as amended or restated.

The Corporation is generally organized to carry out these purposes and the standard purposes adopted by the Board of Directors. Said Corporation is organized exclusively for charitable and other non-profitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC § 501(c) (or the corresponding provisions of any future United States Internal Revenue Law).

The Corporation shall have the powers, in addition to those enumerated in SDCL Chapter 47-22 through 47-28, inclusive, to employ persons and to acquire, by purchase or lease or otherwise, real property and personal property and to erect or cause to be erected on any real property owned, held or occupied by the Corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, alter or improve any buildings or other structures now or hereinafter erected on any real property so owned, held or occupied, and to mortgage, borrow, sell, lease, contract or otherwise dispose of any real property and personal property, or interests in any real property, personal property or buildings, or other structures at any time owned or held by the Corporation, and to raise funds for equipment, materials and other needs for the maintenance, operation and interests of the facilities.

3. Term. The term for which this Corporation shall exist shall be perpetual.

4. Membership. Membership shall be defined in the Covenants. Unless otherwise designated such Covenants, the Corporation shall have one class of membership which shall be entitled to one vote for each Lot in which an owner holds the interest required for membership. Membership in the Corporation runs with and is appurtenant to a lot. Subsequent owners of the property will acquire the seller's rights in the Corporation, subject to payment of Corporation assessments. Where more than one person holds an interest in a lot, all such persons shall be members but the vote for such lot shall be exercised as they may among themselves determine and in no event shall more than one vote be cast with respect to any one lot. No member may be expelled from the Corporation

or be denied voting rights, but voting rights may be temporarily suspended during any period the member is delinquent in payment of assessments.

5. Board of Directors. The initial board of directors of the Corporation shall consist of three (3) directors, but the number permanently established shall be established in the Bylaws and shall be no less than three (3) or more than ten (10). The term of the directors shall be provided in the Bylaws. Removal of a director for non-attendance at meetings of the board shall be in accord with reasonable rules for notice and hearing as established by the board in the Bylaws of the corporation.

6. Non-Profit Purpose. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to an entity or entities which at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such educational purposes.

7. Address and Registered Agent. The physical address of the Corporation's registered office is 105 Timberline Road, Spearfish, SD 57783, and the name of its registered agent is Harvey Michlitsch.

The United States post office mailing address of the Corporation's registered office is 105 Timberline Road, Spearfish, SD 57783.

8. Initial Board of Directors. The number of directors constituting the board of directors shall be three (3) and the names and addresses of such who are to serve until the election or appointment of their successors are as follows:

Harvey Michlitsch	105 Timberline Road, Spearfish, SD 57783
Leesa Haugland	137 Timberline Road, Spearfish, SD 57783
Randy Peterson	157 Timberline Road, Spearfish, SD 57783

9. Incorporators. The name and address of the incorporators are as follows:

Harvey Michlitsch 105 Timberline Road, Spearfish, SD 57783

Leesa Haugland 137 Timberline Road, Spearfish, SD 57783

Randy Peterson 157 Timberline Road, Spearfish, SD 57783

10. Exoneration From Personal Liability. Pursuant to SDCL § 47-23-2, the directors, officers, employees, and members of the corporation shall not, as such, be liable on its obligation.

11. Liability of Directors, Trustees, or Officers. Pursuant to SDCL § 47-23-2.1, no director, trustee, or officer serving without compensation, other than reimbursement for actual expenses, of the corporation, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection the duties or responsibilities of such director, trustee, or officer while acting in his official capacity as such director, trustee, or officer, unless the act or omission involves willful or wanton misconduct.

12. Indemnification and Liability Insurance. The corporation shall provide indemnity to the maximum extent permitted by the provisions of SDCL § 47-22-65.1 (1) and (2), as from time to time amended. The corporation also has the power and authority to purchase and maintain such liability insurance as is provided under SDCL § 47-22-65.6, as from time to time amended.

13. Amendment. These Articles may be amended (so long as such amendment contains only provisions as are lawful under SDCL Chapter 47-22 through 47-28 inclusive, as from time to time amended, and does not affect the tax exempt status of the corporation under prevailing internal revenue service rules and regulations), by a majority vote of the members at a member meeting unless otherwise required by law at the time of amendment, and notice of the board of director's resolution of amendment shall be given as required by law at the time of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands this June ____, 2025.

Harvey Michlitsch, Incorporator

Leesa Haugland, Incorporator

Randy Peterson, Incorporator

I, Harvey Michlitsch, hereby authorize Nies Karras & Skjoldal, PC, of 109 Main Street, Spearfish, SD 57783, to file the Articles of Organization with the Secretary of State online.

Harvey Michlitsch, Incorporator